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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Aquila Tony</u> _____ (Last) (First) (Middle) <u>C/O CANOO INC.</u> <u>19951 MARINER AVE</u> _____ (Street) <u>TORRANCE CA 90503</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Canoo Inc. [GOEV]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Chairman and CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/04/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/04/2023		A		5,599,104 ⁽¹⁾⁽²⁾	A	⁽¹⁾⁽²⁾	79,986,536	I	By LLCs ⁽³⁾⁽⁴⁾
Common Stock								14,278,014	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrants to Purchase Common Stock	\$0.67	08/04/2023		A		5,599,104		02/04/2024	02/04/2029	Common Stock	5,599,104 ⁽¹⁾⁽²⁾	⁽¹⁾⁽²⁾	24,249,376 ⁽¹⁾⁽²⁾⁽⁵⁾	I	By LLCs ⁽⁵⁾

Explanation of Responses:

- Represents shares and warrants received by AFV Partners SPV-10/C LLC ("AFV-10/C") pursuant to the Common Stock and Common Warrant Purchase Agreement (the "Purchase Agreement") entered into among the Issuer and AFV-10/C on August 4, 2023, subject to customary closing conditions. The Purchase Agreement provides for the sale and issuance by the Issuer of an aggregate of 5,599,104 shares of the Issuer's common stock, par value \$0.0001 per share ("Common Stock"), together with warrants (the "Warrants") to purchase up to an aggregate 5,599,104 shares of Common Stock at a combined purchase price of \$0.5358 per share and accompanying Warrant.
- 5,599,104 shares of Common Stock and Warrants to purchase up to 5,599,104 shares of Common Stock were issued to AFV-10/C on August 4, 2023, following the satisfaction of customary closing conditions.
- (i) 12,509,387 shares of Common Stock are held by AFV Partners SPV-4 LLC, a Delaware limited liability company ("AFV-4"); (ii) 35,273,268 shares of Common Stock are held by AFV Partners SPV-7 LLC, a Delaware limited liability company ("AFV-7"); (iii) 3,450,000 shares of Common Stock held by AFV Partners SPV-7/A LLC, a Delaware limited liability company ("AFV-7/A"); (iv) 4,504,505 shares of Common Stock are held by AFV Partners SPV-10 LLC, a Delaware limited liability company ("AFV 10"); (v) 9,331,840 shares of Common Stock are held by AFV-10/A, a Delaware limited liability company ("AFV-10/A"); (vi) 6,998,880 shares of Common Stock are held by AFV-10/B, a Delaware limited liability company ("AFV-10/B"); (vii) 2,319,552 shares of Common Stock are held by I-40 OKC Partners LLC, an Oklahoma limited liability company ("I-40 OKC"); and (viii) 5,599,104 shares of Common Stock are held by AFV Partners SPV-10/C LLC, a Delaware limited liability company.
- (Continued from footnote 3) AFV Management Advisors LLC, a Delaware limited liability company ("AFV") is the sole manager and controlling member of AFV-4, AFV-7, AFV-7/A, AFV-10, AFV-10/A, AFV-10/B and AFV-10/C. AFV is the sole manager of the ultimate parent entity of I-40 OKC. Mr. Aquila is the managing member of AFV, which exercises ultimate voting and investment power with respect to the shares held by AFV-4, AFV-7, AFV-7/A, AFV-10, AFV-10/A, AFV-10/B, AFV-10/C and I-40 OKC, except to the extent of his pecuniary interest therein.
- (i) Warrants to purchase up to 9,331,840 shares of Common Stock are held by AFV-10/A, (ii) Warrants to purchase up to 6,998,880 shares of Common Stock are held by AFV-10/B, (iii) Warrants to purchase up to 5,599,104 shares of Common Stock are held by AFV-10/C, and (iv) Warrants to purchase up to 2,319,552 shares of Common Stock are held by I-40 OKC.

/s/ Hector Ruiz, Attorney-in-Fact 08/16/2023

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.